

BYLAWS
CALIFORNIA CHAPTER OF THE SOCIETY OF COSMETIC CHEMISTS

ARTICLE I **NAME AND OBJECT**

Section 1. The name of the organization shall be the “California Chapter of the Society of Cosmetic Chemists,” hereinafter referred to as “the Chapter.”

Section 2. The object of the Chapter shall be the promotion of all interests pertaining to scientists employed in the cosmetic, toiletries, and related industries. The Chapter shall coordinate its efforts with the Society of Cosmetic Chemists, hereinafter referred to as the “Society.” Its purposes shall be limited to such activities as are scientific, educational, or charitable.

Section 3. Notwithstanding any other provision of these Bylaws the purposes for which the Chapter is organized are exclusively charitable, educational, or scientific within the meaning of section 501 (c) of the Internal Revenue Code.

Notwithstanding any other provision of these By-Laws, the Chapter shall not carry on any other activities not permitted to be carried on by (a) organization exempt from Federal income tax under 501 (c) (3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law, or, (b) a corporation, contributions to which are deductible under S170 (c) (2) of the Internal Revenue Code of 1954 or any other corresponding provisions of any future United States Internal Revenue law.

In the event of dissolution, the residual assets of the Chapter will be turned over to the Society, if it is then exempt as an organization described in section 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1954 or corresponding sections of any future Internal Revenue Code. If the Society is not then so exempt, the residual assets of the Chapter will be turned over to one or more organizations that are then so exempt, or to a Federal, State or Local government for exclusively public purposes.

No part of the net earnings of the Chapter shall inure to the benefit of, or be distributed to, its directors, officers, or employees, except that it shall have the authority to pay reasonable compensation for personal services actually rendered. No substantial part of the activities of the Chapter shall consist of attempting to influence legislation, it shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

Section 4. The Chapter shall be governed by the Constitution and Bylaws of the Society. The Chapter shall be empowered to adopt such Bylaws as are deemed necessary for the proper direction of its activities, none of which shall be in contravention of any of the provisions of the Bylaws of the Society, either in fact or in spirit. All changes in the By-Laws of the Chapter shall be filed with the Society office and approved by the Board of Directors of the Society before they become effective.

Section 5. The Society's Board of Directors may dissolve the Chapter or prohibit the use of the Society's name if the Chapter contravenes the purposes and policies of the Society.

ARTICLE II HEADQUARTERS and MEMBERSHIP

Section 1. The headquarters and the local mailing address of the Chapter shall be PO Box 91829, Los Angeles, CA 90009. The official mailing address of the Chapter shall be that of the Society office, 120 Wall Street, Suite 2400, New York, N.Y. 10005. Attention: Senior Executive Administrator.

Section 2. Only members of the Society may be members of the Chapter. Members of the Society are assigned to the Chapter by: (1) The Society office on the basis of geographical location: (2) by special action of the Board of Directors.

Section 3. Applications for membership may be filed with the Chapter membership Chairman, who will forward it to the Society's Admissions Committee for processing, or directly to the Society. For the purpose of Chapter business, applicants for membership who are known to the Chapter will have the same privileges as National Affiliates until their application has been acted upon by the Society.

Section 4. All members of the Chapter are eligible to participate fully in Chapter affairs and activities except that only General, Retired, and Emeritus members may vote for Chapter officers and only General members may hold Chapter offices.

ARTICLE III OFFICERS OF THE CHAPTER

Section 1. The Chapter shall have the following officers: Chair, Chair-Elect, Secretary, Treasurer and Treasurer-Elect, each of whom is elected for a one (1) year term, except the Chair-Elect, who will serve successively as Chair-Elect and Chair and the Treasurer-Elect who will serve successively as Treasurer-Elect and Treasurer. During the absence of the Chair, all such functions shall be exercised by the Chair-Elect. In the absence of both the Chair and Chair-Elect, the Secretary, Treasurer, and Treasurer-Elect shall serve in that order. Unless absolutely necessary, one individual should not hold more than one officer position. When necessary, the Chair-elect may hold the Secretary or Treasurer position. An individual may also hold both the Secretary and Treasurer positions simultaneously.

Section 2. When an election of Chapter officers takes place, the Secretary shall, within one (1) week, notify the Society office of the outcome of each election, giving the names, address, and business affiliation of each elected officer.

- Section 3.** The Chair-Elect shall serve as Chair of the Nominations and Elections Committee. One or two additional members shall be appointed to this Committee by its Chair. At the September meeting, the Committee shall present the name of at least one member deemed qualified for each position and found willing to serve as officers of the Chapter for the next year or next two years as required by the position. After presentation of those candidates, the Chair shall call for additional nominations from the floor. If the additional nominations are made and if the nominees meet stated requirements and are willing to serve, their names shall be added to the ballot.
- Section 4.** Chair-Elect nominees must have served the Chapter either as an elected officer or as a member of the Chapter Executive Board for at least one of the previous three years and be willing to commit to a two-year term of service. Prior service with other chapters or the Society may be considered to satisfy the service requirements. Secretary nominees must be willing to commit to a one-year term of service. Treasurer-Elect nominees must be willing to commit to two years of service, one year as Treasurer-Elect, one year as Treasurer. Within one week of their nomination, the nominee shall submit to the Chapter Secretary, their photographs, biographical data and other requested information for inclusion with the ballot.
- Section 5.** On or before October 10, the Chapter shall mail or email to each Chapter member eligible to vote a ballot or a link to a secure voting system containing the names, bios, photos and Candidacy Statement of all nominees for each office. To be valid, such ballots must be enclosed in a signed ballot envelope or password protected system and received by the Chapter no later than October 31. The ballots not properly completed as instructed and by the stated date shall be deemed invalid by the Nominations and Elections Committee. The votes shall be tallied by the Nominations and Elections Committee. If any members of the Committee are candidates in the election, they shall be replaced for ballot counting purposes by the Chair-Elect. By November 5, this Committee shall count the votes and deliver to the Chair in a sealed envelope all the valid and invalid ballots and a signed report certifying the number of votes for each candidate and the number of invalid ballots. The candidate receiving a plurality vote shall be accepted as a newly elected officer. In the event of a tie vote, the Executive Board shall determine the winner from among those being tied by secret ballot.
- Section 6.** Neither the Secretary nor the Treasurer is prohibited from succeeding themselves in office.
- Section 7.** The installation of the newly elected Chapter officers shall be made by the Area III Director or a Society Officer at the November meeting. Their official term of office shall commence the following January 1 and shall conclude on December 31.
- Section 8.** A vacancy that shall occur in the office shall ordinarily be filled by appointment by the Executive Committee for the unexpired term. In special circumstances, the Executive Committee may order a special election to be held to fill an unexpired term under such conditions as it may specify.

ARTICLE IV

THE POWERS AND DUTIES OF EXECUTIVE COMMITTEE AND EXECUTIVE BOARD

- Section 1.** The Chair shall be the Chief Executive Officer of the Chapter, shall preside at all meetings, shall be Chair of the Executive Board, shall appoint all committee Chair except as provided for in these By-Laws, shall be an Area III Councilor.
- Section 2.** The Chair-Elect shall, in the absence of the Chair, serve as Acting Chair, shall function as the Chair of the Program Committee with the responsibility of arranging regular programs for all monthly meetings held from March of his term as Chair-Elect through February of his term as Chair, and shall be an Area III Councilor.
- Section 3.** The Chapter Secretary shall keep the records of the Chapter and shall, in general, perform all those duties incidental to the office of the Secretary. The Chapter Secretary is responsible for management & mailing of EBlast communication.
- Section 4.** The Treasurer shall have the custody of all the funds and property of the chapter; shall enter regularly and promptly into the books of the Chapter an accurate account of all business transactions; shall at each meeting if called upon, render a complete up-to-date accounting of the funds of the Chapter. The Treasurer-Elect shall prepare, with the advice of the Chair-Elect and the Treasurer, for submission by January 31st or a date specified by the National Treasurer, a Chapter budget for approval by the Society's Board of Directors; and shall otherwise perform those duties incidental to the office of Treasurer.
- Section 5.** The Executive Board of the Chapter shall consist of the elected officers, Chair of all Chapter Committees, and the immediate past Chair of the Chapter if they are still a member of the Chapter. The Area III Director of the Society shall be an ex-officio member of the Executive Committee unless a member of the Chapter, in which case, the director shall be a full voting member. Sub-Committee Chairmen shall be non-voting members of the Executive Board.
- Section 6.** The Executive Board shall be the governing body of the Chapter, having full power to conduct, manage and direct the business affairs and scientific activities of the Chapter and decide all matters affecting the Chapter's relationship with the Society, public relations, and general policy and activities. It shall appoint alternate Area Councilors as required to insure full representation of the Chapter at Area Council meetings. The majority of the Executive Board shall constitute a quorum. At least three Board Meetings shall be held each calendar year at a time specified by the Chair. Attending Executive Board Members shall have a vote at Board Meetings. In the case of Committee Co-Chairs, only one vote per committee will be permitted.

ARTICLE V **COMMITTEES**

Section 1. The Chapter shall have the following standing Committees, each Chair appointed by the Chapter Chair except as noted through Bylaws:

Awards
Bylaws
Continuing Education Course
Cosmogram Editor
Cosmogram Business Manager
Dinner Dance Chair Current Year
Dinner Dance Chair Next Year
Educational Hour
Employment
Historian
Hospitality
House
Membership
Nominations & Elections (chaired by Chair-Elect)
Photographer
Program (Chaired by Chair-Elect)
Public Relations
Registration
Regulatory Affairs
Scientific Seminar (Local Chapter)
Sponsorship
Sports
Summer Event (Chaired by Chair-Elect)
Supplier's Day
UCLA Courses
Website

Section 2. Committee Chair may appoint Committee members and sub-committees as required.

Section 3. The Chapter Chair may add or delete such additional committees as necessary for the Chapter welfare.

ARTICLE VI **FINANCES**

Section 1. The annual dues shall be established by appropriate action of the Society's Board of Directors and shall be payable to the Society as set forth in the Society's By-Laws.

Section 2. The Chapter shall receive from the Society a rebate based on Chapter membership and determined in accordance with the Society's By-Laws. If the annual Chapter budget is submitted to the Board of Directors by January 31st and approved by the Board, the rebate will be re-submitted to the Chapter in

March. In the event the budget is not submitted timely, transmittal of the rebate will be held until the Board approves the budget at subsequent Board of Directors meeting.

Section 3. Withdrawal of funds from accounts held by the Chapter shall require the signature of either Treasurer or Treasurer Elect if budgeted and under \$5,000. If the proposed withdrawal is \$5000 or greater, a second signature by either the Chair or Chair-Elect is required neither of which are individuals to whom the check is payable. Chapter expenses should be paid by chapter check. No blank checks are permitted to be pre-signed. Checks will be issued only to vendors and not to individual members except as reimbursements for travel expenses. Invoices should be sent to the Chapter Treasurer for payment. Checks should not be written as payable to “Cash” unless pre-approved by the Chapter Chair.

Chapter should avoid using a debit card whenever possible. Chapter may have a credit card issued in its name for use in paying expenses of the Chapter when a Chapter Check is not an acceptable form of payment. Only the Chapter Chair, Chapter Chair-Elect, Chapter Treasurer, and Chapter Treasurer-Elect should have an actual debit card, or credit card on behalf of the chapter.

If at any time, an individual, acting on behalf of the chapter, incurs an expense on their own, an expense form is required to be submitted for reimbursement. Note: The expense incurred should have been pre-approved by the Chapter Chair. Expenses incurred for the Annual Scientific Seminar (Midyear) and the Annual Meeting and Technology Showcase (December New York Meeting) must be approved in advance including a reasonable maximum limit by the Chair. Those individuals representing the Chapter at National meetings at the expense of the Chapter must within 30 days of return submit a trip report and expense report to the Chapter Treasurer and Chapter Chair detailing highlights of meetings attended and expenses incurred.

Section 4. The fiscal and business year of the Chapter shall coincide with the calendar year.

Section 5. Absent specific direction from the Executive Board, each Chapter function and activity shall be planned to achieve a financial break-even status.

Section 6. Insofar as possible, all expenditures of Chapter money shall be incorporated into the annual budget. All non-budgeted expenditures in excess of \$100.00 shall be approved in advance by the majority of the elected officers. The Chair and Treasurer shall be consulted on all non-budgeted expenses under \$100.00.

Section 7. Provided that the Chapter has total assets equal to at least Three Hundred Thousand Dollars (\$300,000.00) on its balance sheet as of the end of the prior calendar year, it will furnish to the Society within ninety (90) days after the end of each such calendar year reviewed financial statements prepared by a certified public accountant as truly and accurately representing the financial condition of the Chapter as of the date of such statement. If the Chapter has less than Three Hundred Thousand Dollars (\$300,000.00) on its balance sheet as of the end of a particular calendar year, it will furnish to the Society within ninety (90) days

after the end of every third (3rd) calendar year reviewed financial statements prepared by a certified public accountant as truly and accurately representing the financial condition of the Chapter as of the date of such statement.

ARTICLE VII MEETINGS OF THE MEMBERS

Section 1. The regular monthly meetings of the Chapter shall be held at least seven times annually on the 4th Tuesday of the month when practical, or rescheduled as necessary. Additional monthly meetings and special programs shall be held as scheduled by the Executive Board.

Section 2. The place and time for each meeting shall be selected by the House Committee subject to the approval of the Executive Board. The program shall be arranged by the Program, Education, Scientific Seminar, and other appropriate committees subject to the approval of the Executive Board. The appropriate committee chair will notify the Cosmogram Chair, the Website Chair, the Public Relations Chair, and the Chapter Secretary at least four weeks prior to the scheduled meeting dates. This notice shall be included in the Newsletter, E-Blasts, and Website and should reach the membership at least two weeks in advance of the meeting.

Section 3. A special meeting of the membership may be called by the Chair with the approval of the Executive Board on five days' notice.

Section 4. A quorum shall consist of 10% of the members of the Chapter and no official business may be transacted unless a quorum is present.

Section 5. A majority vote of the members present and voting shall be necessary to approve all official business and motions presented to the membership at meetings. Elections of officers and consideration of amendments to these By-Laws shall require mail **or e-mail** ballots.

ARTICLE VIII AMENDMENTS

Section 1. Proposed amendments to these Bylaws shall be considered by the Executive Board, and upon majority approval, shall be presented to the Society Board of Directors for approval before being presented to the membership. Alternatively, upon presentation to the Executive Board of amendments proposed by petition representing 20% of the membership of the Chapter, such proposed amendments shall be presented to the membership.

Section 2. Such proposed amendments shall be mailed to the membership of the Chapter, including any relevant explanatory information at least three weeks prior to the announced deadline for voting. A majority approval of those voting is required for passage. Such amendment shall be filed with the Society in accordance with Article I, Section 4 of these By-Laws and the Society's By-Laws.

Section 3. The Society's Board of Directors has the power to mandate changes in the Chapter By-Laws if it deems such action necessary to further the interests of the Society. Such changes are not subject to Chapter approval.

Approved by California Chapter Membership September 2013

Red Text Approved by National Board, January 2017